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ELLSWORTH C. ALVORD (1964)

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RECORDATION NO. 24440 FILED

MAY 07 '03 9-02 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

May 6, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railcar Lease Agreement, dated as of November 15, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Bombardier Capital Rail, Inc.
12735 Gran Bay Parkway West
Suite #1000
Jacksonville, Florida 32258

Lessee: FGDI, LLC
9901 North Dixie Highway, Suite B
Bowling Green, Ohio 43402

Mr. Vernon A. Williams
May 6, 2003
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A description of the railroad equipment covered by the enclosed document is:

109 covered hopper cars within the series NRLX 046020 – NRLX 100020 as more specifically set forth on the exhibit attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Railcar Lease Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of ~~September~~ November 15, 2001 by and between **Bombardier Capital Rail Inc.**, a Minnesota Corporation ("Lessor") and **FGDI, LLC**, a Delaware Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Service and Lease Agreement No. 0351909 dated ~~September~~ December 6, 2000 between Lessor and Lessee (hereinafter referred to as the "Lease").

2. Pursuant to Schedule No. 003 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor one hundred ~~fifty two (52)~~ thirty two (32) 4635 - 4785 Cu. Ft. Covered Hopper railcars bearing the reporting mark NRLX, and numbers indicated on Exhibit A hereto, all as more particularly described in the Lease.

3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: Bombardier Capital Rail Inc.

By: Mark A. Self

Its: Vice President, General Manager

By: L. Lee Struble

Its: Vice President-Sales

LESSEE: FGDI, LLC

By: Michael J. Carter

Its: AUP Transportation

By: Robert Clark

Its: VP-COO

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STATE TRANSPORTATION BOARD

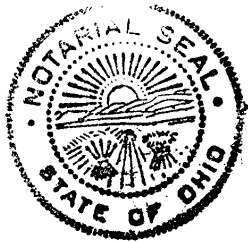
EXHIBIT A
To
MEMORANDUM OF RAILCAR LEASE AGREEMENT

| EQUIP NUMBER | |
|---------------------|-----------------|
| 1. NRLX046020 | 56. NRLX047111 |
| 2. NRLX046021 | 57. NRLX047112 |
| 3. NRLX046023 | 58. NRLX047123 |
| 4. NRLX046024 | 59. NRLX047128 |
| 5. NRLX046026 | 60. NRLX047129 |
| 6. NRLX046027 | 61. NRLX047130 |
| 7. NRLX046028 | 62. NRLX047134 |
| 8. NRLX046029 | 63. NRLX047135 |
| 9. NRLX046030 | 64. NRLX047139 |
| 10. NRLX046031 | 65. NRLX047141 |
| 11. NRLX046032 | 66. NRLX047143 |
| 12. NRLX046033 | 67. NRLX047145 |
| 13. NRLX046034 | 68. NRLX047147 |
| 14. NRLX046035 | 69. NRLX047160 |
| 15. NRLX046036 | 70. NRLX047162 |
| 16. NRLX046037 | 71. NRLX047165 |
| 17. NRLX046038 | 72. NRLX047170 |
| 18. NRLX046039 | 73. NRLX047172 |
| 19. NRLX046042 | 74. NRLX047174 |
| 20. NRLX046067 | 75. NRLX047194 |
| 21. NRLX046068 | 76. NRLX047196 |
| 22. NRLX046087 | 77. NRLX047198 |
| 23. NRLX046090 | 78. NRLX047202 |
| 24. NRLX046109 | 79. NRLX047203 |
| 25. NRLX046119 | 80. NRLX047207 |
| 26. NRLX046203 | 81. NRLX047214 |
| 27. NRLX046278 | 82. NRLX047215 |
| 28. NRLX046509 | 83. NRLX047220 |
| 29. NRLX047000 | 84. NRLX047239 |
| 30. NRLX047002 | 85. NRLX047242 |
| 31. NRLX047004 | 86. NRLX047246 |
| 32. NRLX047006 | 87. NRLX047247 |
| 33. NRLX047008 | 88. NRLX047249 |
| 34. NRLX047010 | 89. NRLX047251 |
| 35. NRLX047021 | 90. NRLX047252 |
| 36. NRLX047026 | 91. NRLX047255 |
| 37. NRLX047028 | 92. NRLX047265 |
| 38. NRLX047030 | 93. NRLX047266 |
| 39. NRLX047043 | 94. NRLX047271 |
| 40. NRLX047051 | 95. NRLX047278 |
| 41. NRLX047052 | 96. NRLX047281 |
| 42. NRLX047057 | 97. NRLX047282 |
| 43. NRLX047064 | 98. NRLX047284 |
| 44. NRLX047069 | 99. NRLX047287 |
| 45. NRLX047072 | 100. NRLX047297 |
| 46. NRLX047073 | 101. NRLX047299 |
| 47. NRLX047076 | 102. NRLX047350 |
| 48. NRLX047083 | 103. NRLX047355 |
| 49. NRLX047084 | 104. NRLX047356 |
| 50. NRLX047092 | 105. NRLX047726 |
| 51. NRLX047095 | 106. NRLX047731 |
| 52. NRLX047097 | 107. NRLX047788 |
| 53. NRLX047101 | 108. NRLX047808 |
| 54. NRLX047102 | 109. NRLX100020 |
| 55. NRLX047110 | |

STATE OF OHIO, COUNTY OF WOOD TO WIT:

On this 15TH day of ~~September~~ ^{NOVEMBER} 2001 before me personally appeared MICHAEL L. COURTER, and ROBERT OBRACK, to me personally known, who being by me duly sworn, says that they are the AVP TRANSPORTATION and VP - COO, respectively of **FGDI, LLC**, a Delaware Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Notary Public

Donald Eugene Finn

My commission expires:

DONALD EUGENE FINN
Notary Public, State of Ohio
My Commission Expires 5-21-03

STATE OF MINNESOTA, COUNTY OF HENNEPIN TO WIT:

On this 30 day of ~~September~~ ^{November}, 2001 before me personally appeared, Mark A. Self and Leah Mable, to me personally known, who being by me duly sworn, says that they are the VP - General Mgr. and Vice President - Sales, respectively of **Bombardier Capital Rail Inc.**, a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Notary Public

Gail M. Blagsvedt

My commission expires:

7-1-05